**RESOLUTIONS OF THE VOTING SHAREHOLDER{#(RES\_shareholdings || shareholdings) | filter:'shares':'!0' | filter:’votes’:’!0’ | uniqBy:’participantID’ | count | gt:1}S{/}** **{#(entities | grab:1:’shareholderAgreementUnanimous’)==true}**

**MADE PURSUANT TO UNANIMOUS SHAREHOLDER AGREEMENT{/}**

**OF**

**{entities | grab:1:'entityName' | upper}**

(the **"{#(entities | grab:1:’jurisdictionRegion’)=='Nova Scotia'}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!='Nova Scotia'}Corporation{/}")**

RESOLVED THAT:

FINANCIAL STATEMENTS

# The financial statements of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the {#(entities | grab:1:’fiscalYearEnd’)==’’}last completed fiscal period{/}{#(entities | grab:1:’fiscalYearEnd’)!=’’}fiscal year ended {entities | grab:1:’fiscalYearEnd’ | time:'MMMM D'}, {tasks | grab:1:’fiscalYearReport’}{/}{#(entities | grab:1:’waivedAuditor’)!=true}, together with the report of the auditor,{/} are accepted.

DIRECTORS

# {#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | lt:2}{(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | grab:1:’participant\_fullName’}, who has previously consented to act as a director, is elected the director of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the ensuing year or until a successor is elected.{/}{#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | uniqBy:’participant\_profileID’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’ | count | gt:1}The following persons, who have previously consented to act as directors, are elected directors of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the ensuing year or until their successors are elected:

{#(RES\_affiliations) || (affiliations | status:’!inactive’) | filter:’role’:’Director’ | except:(tasks | grab:1:‘outgoingAffiliations’):’affiliationID’}{participant\_fullName}

{/}{/}{#(entities | grab:1:’waivedAuditor’)==true}

AUDIT EXEMPTION

# Pursuant to the {#(entities | grab:1:’jurisdictionRegion’)=='Nova Scotia'}*Companies Act*{/}{#(entities | grab:1:’jurisdictionRegion’)=='Canada (Federal)’}Canada {/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)==’Saskatchewan’)}The {/}{#((entities | grab:1:’jurisdictionRegion’)!='Nova Scotia') && ((entities | grab:1:’jurisdictionRegion’)!='Manitoba') && ((entities | grab:1:’jurisdictionRegion’)!='Newfoundland and Labrador')}*Business Corporations Act*{/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)=='Newfoundland and Labrador')}*Corporations Act*{/}{#(entities | grab:1:’jurisdictionRegion’)!=’Canada (Federal)’} ({entities | grab:1:’jurisdictionRegion’}){/} (the “**Act**”), the requirement to appoint an auditor for the ensuing year is waived.{/}{#(entities | grab:1:’waivedAuditor’)!=true}

APPOINTMENT OF AUDITOR

# {#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:'Auditor' | count | lt:1}The {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} will appoint an auditor at a subsequent time.{/}{#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:'Auditor' | count | equal:1}{(RES\_affiliations) || (affiliations | status:'!inactive' ) | filter:’role’:'Other Professional' | filter:’type’:'Auditor' | grab:1:’participant\_fullName’} is appointed as the auditor of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the ensuing year.{/}{#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:'Auditor' | count | gt:1}The Audit Committee of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the ensuing year will be comprised of:

{(RES\_affiliations) || (affiliations | status:'!inactive' ) | filter:’role’:'Other Professional' | filter:’type’:'Auditor' | toSentence:’participant\_fullName’}

{/}{/}{#(((entities | grab:1:’jurisdictionRegion’)==‘Ontario’) || ((entities | grab:1:’jurisdictionRegion’)==’Canada (Federal)’)) && ((entities | grab:1:’waivedAuditor’)==true)}

APPOINTMENT OF ACCOUNTANT

# {#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:'Accountant' | count | lt:1}The {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} will appoint an accountant at a subsequent time.{/}{#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:'Accountant' | count | equal:1}{(RES\_affiliations) || (affiliations | status:'!inactive' ) | filter:’role’:'Other Professional' | filter:’type’:'Accountant' | grab:1:’participant\_fullName’} is appointed as the accountant of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} for the ensuing year.{/}{#(RES\_affiliations) || (affiliations | status:'!inactive') | filter:’role’:'Other Professional' | filter:’type’:'Accountant' | count | gt:1}The {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} appoints the following accountants for the ensuing year:

{(RES\_affiliations) || (affiliations | status:'!inactive' ) | filter:’role’:'Other Professional' | filter:’type’:'Accountant' | toSentence:’participant\_fullName’}

{/}{/}{#(entities | grab:1:’waivedAGM’)==true}

ANNUAL REFERENCE DATE

# The {tasks | grab:1:’fiscalYearReport’} annual general meeting of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} will be deemed to have been held on the date of these resolutions and the date of these resolutions be confirmed as the Annual Reference Date for the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/}.{/}

Signature Page Follows

The foregoing resolutions are signed by {#(RES\_shareholdings|| shareholdings) | filter:'shares':'!0' | filter:’votes’:’!0’ | uniqBy:’participantID’ | count | gt:1}all of the shareholders{/}{#(RES\_shareholdings|| shareholdings) | filter:'shares':'!0' | filter:’votes’:’!0’ | uniqBy:’participantID’ | count | lt:2}the sole shareholder{/} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/} entitled to vote on the matters herein, in accordance with the provisions of the {#(entities | grab:1:’jurisdictionRegion’)=='Nova Scotia'}*Companies Act*{/}{#(entities | grab:1:’jurisdictionRegion’)=='Canada (Federal)’}Canada {/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)==’Saskatchewan’)}The {/}{#((entities | grab:1:’jurisdictionRegion’)!='Nova Scotia') && ((entities | grab:1:’jurisdictionRegion’)!='Manitoba') && ((entities | grab:1:’jurisdictionRegion’)!='Newfoundland and Labrador')}*Business Corporations Act*{/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)=='Newfoundland and Labrador')}*Corporations Act*{/}{#(entities | grab:1:’jurisdictionRegion’)!=’Canada (Federal)’} ({entities | grab:1:’jurisdictionRegion’}){/}, as evidenced by their signature{#(RES\_shareholdings|| shareholdings) | filter:'shares':'!0' | filter:’votes’:’!0’ | uniqBy:’participantID’ | count | gt:1}s{/}, and may be signed and delivered {#(RES\_shareholdings|| shareholdings) | filter:'shares':'!0' | filter:’votes’:’!0’ | uniqBy:’participantID’ | count | gt:1}in any number of counterparts and/or by electronic transmission, each of which so signed shall be deemed to be an original and shall together constitute one and the same instrument{/}{#(RES\_shareholdings|| shareholdings) | filter:'shares':'!0' | filter:’votes’:’!0’ | uniqBy:’participantID’ | count | lt:2}by electronic transmission, which shall be deemed to be an original{/}.

**DATED:** {(tasks | grab:1:’resolutionDate’ | time:’MMMM D, YYYY’) || ('\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_')}

{:include votingShareholderSignatures}

{#(entities | grab:1:’waivedAuditor’)==true}

AUDIT EXEMPTION

**{entities | grab:1:'entityName' | upper}**

The undersigned, being {#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:’participantID’ | count | gt:1}all of the shareholders{/}{#(RES\_shareholdings || shareholdings) | filter:'totalShares':'!0' | uniqBy:’participantID’ | count | lt:2}the sole shareholder{/} of the {#(entities | grab:1:’jurisdictionRegion’)==‘Nova Scotia’}Company{/}{#(entities | grab:1:’jurisdictionRegion’)!=‘Nova Scotia’}Corporation{/}, waive{#(shareholdings || RES\_shareholdings) | filter:'shares':'!0' | uniqBy:'name' | count | lt:2}s{/} the requirement to appoint an auditor for the ensuing year, pursuant to the {#(entities | grab:1:’jurisdictionRegion’)=='Nova Scotia'}*Companies Act*{/}{#(entities | grab:1:’jurisdictionRegion’)=='Canada (Federal)’}Canada {/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)==’Saskatchewan’)}The {/}{#((entities | grab:1:’jurisdictionRegion’)!='Nova Scotia') && ((entities | grab:1:’jurisdictionRegion’)!='Manitoba') && ((entities | grab:1:’jurisdictionRegion’)!='Newfoundland and Labrador')}*Business Corporations Act*{/}{#((entities | grab:1:’jurisdictionRegion’)=='Manitoba') || ((entities | grab:1:’jurisdictionRegion’)=='Newfoundland and Labrador')}*Corporations Act*{/}{#(entities | grab:1:’jurisdictionRegion’)!=’Canada (Federal)’} ({entities | grab:1:’jurisdictionRegion’}){/} (the "**Act**").

**DATED:** {tasks | grab:1:’resolutionDate’ | time:'MMMM D, YYYY'}{#(tasks | grab:1:’resolutionDate’)==’’}\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ {/}

{:include shareholderSignatures}

{/}